

EXHIBIT A

## Exhibit B

### Summary of Proposals

	<b>Atlantic</b>	<b>Signature</b>	<b>Ross</b>
Facility Type	No facility proposed	FBO	FBO
Facilities	None	17,000 s.f. terminal 240,000 s.f. hangar (7) 24,000 s.f. shop area (7) 18.5 acres ramp 80,000 gal jet A 15,000 100 low lead	12,500 s.f. terminal 61,275 s.f. hangar (2) 3,000 shop area 6.6 acres ramp No jet A No 100 low lead
Lease Area	32 acres	29 acres	15 acre
Capital Investment	None	\$82 million	\$25.3 million
Term	5 years	50 years	30 years
Annual Rent	\$1.43 per s.f.	\$2.06	\$3.00
Fuel Flowage MAG	None	\$400,000	\$260,000
Annual Tax MAG	None	\$70,000 escalating to \$300,000 by year 5	\$242,727 escalating to \$258,908 by year 30
Total Estimated Rent Over Lease Term	\$10 million	\$130 million	\$58.8 million
Total Estimated MAG Fuel Flowage Over Lease Term	\$0	\$20 million	\$7.8 million
Total Estimated MAG Taxes Over Lease Term	\$0	\$14 million	\$7.5 million
LEED Certification	None	Gold	Silver

January 28, 2013

Mr. Louis Pepper  
Chief Executive Officer  
Atlantic Aviation  
1250 Aviation Avenue  
San Jose, CA 95110

Dear Mr. Pepper,

Subject: Request for Proposal (RFP) for General Aviation Aeronautical Facilities  
Reference (1): Letter from the City of San Jose (Mary Soo) to Atlantic Aviation dated December 19, 2012  
Reference (2): Letter from Atlantic Aviation to City of San Jose (Mark Giovannetti) dated January 9, 2013

This letter is in response to your (reference 2) letter where you are protesting the City's determination that Atlantic's proposal submitted in response to the subject RFP was "non responsive".

As explained in the City's (reference 1) letter from Mary Soo, Atlantic's proposal was determined to be non responsive because it did not address, or failed to include several documents that were a required submission as stated in the RFP. Nine omissions were stated in the letter. The information or documents that were omitted were Pass/Fail evaluation criteria as described on page 10 of the RFP, and were also included in the Exhibit J "Pass/Fail Criteria Checklist".

Atlantic's protest letter does not dispute that most of these required submittals were either not included or not addressed in its proposal. Instead, you contend that these required submittals were not applicable because Atlantic's proposal was for a "simple real estate development agreement", verses proposals that proposed the construction of new facilities. You further contend that the RFP was not consistent with Council direction, and that the RFP allowed for revenue proposals with no immediate plans for development.

The City's objectives for issuing this RFP were clear. The title of the RFP is "RFP for General Aviation and Aeronautical Services *Facilities* (italics added). The introductory paragraph of the RFP states that the City seeks proposals from qualified firms "for the development and operation of aeronautical services facilities...." The second paragraph of the introduction states that the selected proposer will be required to "design, develop, finance, construct, and operate aeronautical services facilities". The RFP is clear in stating that the City was seeking proposals to design and develop facilities meeting certain objectives. The fact that the RFP required Pass/Fail documents and information specific to the construction of facilities is also consistent with these objectives.

Your letter alludes to Council's intent, or statements that may have been made by the Director of Aviation. As previously stated, the City's objectives for the RFP were clearly stated. Questioning if the RFP objectives are consistent with Master Plans, Council Direction or verbal statements cannot be considered as part of this review.



The RFP process allowed any interested party to ask questions or to object to any aspect of the RFP. Requests for clarifications or exemptions from submitting required information or submittals should have been requested through this process, and the City would have issued addenda informing all parties of its decision. Atlantic did not avail itself of these options.

Finally, the RFP stated that a \$25,000 *proposal* bond (italics added) was required with your proposal as a form of bid security. Your protest letter states that Atlantic did not submit this security because a *performance* bond (italics added) was only applicable if the construction of new facilities had been proposed. While this may be true, you appear to have confused the RFP requirement to submit a proposal bond at the time of proposal submission, with the requirement that the winning proposer secure a performance bond after they are selected for award of contract (see RFP Part 7, Paragraph J). Please note that your failure to include the required proposal bond with your proposal is alone grounds for rejection of your proposal as non responsive.

After careful review of Atlantic's protest, I have determined that the RFP goals and objectives were clearly stated, and that the evaluation was fair and consistent with the process that was defined in the RFP. Therefore, I am upholding Staff's determination that your proposal is non responsive and denying your protest.

In approximately eight weeks, the City will publically announce its notice of intended award. The City will notify you when this occurs and provide you with a copy of the notice. At this time, a final ten day protest period will commence for the responsive proposers. At the conclusion of the final protest period, proposers may contact City staff or elected officials. Until such time that the final protest process concludes, contact with City staff or elected officials is not allowed. Please refer to RFP page 13, "Communications and Integrity" for additional information regarding this policy. The City will also notify you when staff's award recommendation is placed on a Council agenda. You will have the option to appeal this decision to the Council by filing a written appeal with the San Jose City Clerk within ten days from the date of the City's notice of intended award.

Sincerely,



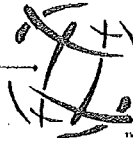
Mark Giovannetti  
Purchasing Officer

**Attachments:**

- 1) Letter from the City of San Jose (Mary Soo) to Atlantic Aviation dated December 19, 2012
- 2) Protest letter from Atlantic Aviation to the City of San Jose (Mark Giovannetti) dated January 9, 2013

## Exhibit C - Letters of Appeal and Responses

NORMAN Y. MINETA  
**SAN JOSE**  
INTERNATIONAL  
AIRPORT



SILICON VALLEY'S AIRPORT

December 19, 2012

Via email: [tim.murray@atlanticaviation.com](mailto:tim.murray@atlanticaviation.com) and U.S. Mail

Mr. Tim Murray  
General Manager  
Atlantic Aviation FBO, Inc.  
1250 Aviation Avenue  
San Jose, CA 95110

**Re: RFP for General Aviation Aeronautical Services Facilities  
at the Norman Y. Mineta San Jose International Airport**

Dear Mr. Murray:

The proposal submitted to the City by Atlantic Aviation on December 4, 2012, in response to the above-referenced request for proposals (RFP), is nonresponsive because the following required items were not included:

1. Appendix C, Financial Related References (RFP Section 6.E.2)
2. Appendix E, Third Party Financing Audited Financial Statements (RFP Section 6.G.8)
3. Appendix F, Financial Proforma (RFP Section 6.G.10))
4. Appendix H, Management Plan (RFP Section 6.H)
5. Exhibit E, Rent Proposal
6. Exhibit I, Minimum Annual Guaranteed Property, Sales, and Use Taxes
7. Exhibit K, Labor Peace/Employee Work Environment Form
8. Exhibit L, Proposal Bond Form
9. Minimum Capital Investment of \$1 million per acre (RFP Section 6.J.)

The City therefore intends to disqualify the proposal from further consideration pursuant to Part 4 of the RFP.

Pursuant to Section 7.H. of the RFP, if you feel that this finding is in error, please contact the City's designated Protest Hearing Officer, Mark Giovannetti, at 200 East Santa Clara Street, 13<sup>th</sup> Floor, San Jose, CA 95113 or via email at [mark.giovannetti@sanjoseca.gov](mailto:mark.giovannetti@sanjoseca.gov), **no later than 5:00 pm Pacific Standard Time on Thursday, January 10, 2013.**

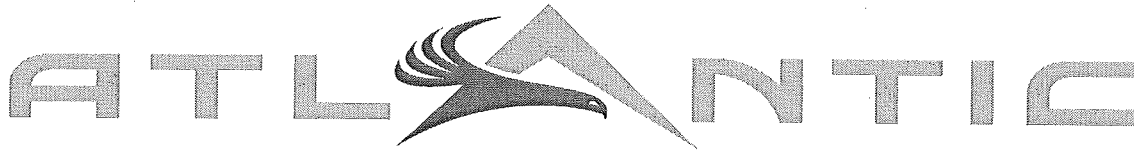
Failure to submit a timely written protest to the City's Protest Hearing Officer will bar consideration of the protest. Please be advised that your response should reference the specific location of this information in your proposal, and that you cannot introduce this information at this time.

Very truly yours,

Mary Soo

Cc: Mark Giovannetti

## Exhibit C - Letters of Appeal and Responses



January 9, 2013

Mark Giovannetti  
Protest Hearing Officer  
200 E. Santa Clara Street, 13<sup>th</sup> Floor  
San Jose, CA 95113

**Re: Protest of Finding Atlantic Aviation's proposal to the City's RFP at the Norman Y. Mineta San Jose International Airport as Non-Responsive.**

Dear Mr. Giovannetti:

We write to protest the finding that Atlantic Aviation's proposal to the City's Request For Proposals for General Aviation Aeronautical Services Facilities as non-responsive. Further, we respectfully request a meeting with yourself and whomever you deem appropriate to provide further clarification on our proposal and to better understand the City's rationale for deeming Atlantic's proposal of paying the City of San Jose up to \$290 million as "unresponsive."

Prior to addressing the specific items identified in the December 19, 2012 letter from Mary Soo as to the unresponsive portions of our proposal, we first will discuss our proposal in general and the language concerning the City's rights to determine a bid unresponsive.

**Overview of Atlantic Aviation's Proposal**

Atlantic Aviation's proposal is an essence a simple real estate development agreement, seeking an option on the available Airport lands identified by the City as open for development. As such, Atlantic offered the City up to \$290 million in option payments for five (5), 5-year options, including a guaranteed \$10,000,000 payment on the first day of the agreement for the first 5-year option. Further, Atlantic offered to exactly match the City's request on ground rent and capital investment (\$2 per square foot adjusted for inflation from 2013 dollars and a minimum of \$1 million in capital per acre).

Based on the City's own exemplar agreement, Atlantic's proposal of \$10,000,000 in year one exceeds the requested rent—before even factoring in the time value of money which increases our proposal's value further. We estimate that our proposal achieves 23% more revenue than the \$2 per square foot the City targeted from the RFP.

Assuming that other responses allow the Airport to assign every one of the 32 acres available, the present value of rental payments during the initial option at \$2.00 per square

foot is \$8 million (assuming a 10% discount rate and 50% rental payments during the initial 24 month construction period). Under the Atlantic proposal the Airport will achieve revenue 23% in excess of its \$2.00 per square foot target on each of the 32 acres available, while maintaining flexibility to determine the best use of the land for the long-term benefit of the Airport and City. It is receiving all the cash at the beginning of the contract term, thus reducing risk.

In terms of flexibility, this benefit should not be overlooked. Previously, Director Sherry stated that allowing time to develop a complete plan would allow the city to make it a priority to first identify FAA safety conformance issues; allow bidders and the City to know the exact development footprint and would allow for full environmental clearance for a multitude of development options.

### **Proposal's Consistency With Stated Council Direction and RFP Intent**

Atlantic's proposal is for a development option, not to immediately commence the construction of facilities. A narrow view of the City's RFP can lead to an interpretation that only a proposal that immediately builds new facilities is acceptable. However, this is not consistent with the wording in the RFP nor with the original City Council intent and direction for the RFP.<sup>1</sup> As stated in the RFP, the Council direction was to make revenue generation the primary consideration in a successful proposal. More specifically, the City Council's direction was adopted from a memorandum authored by Mayor Chuck Reed and Councilmembers Rose Herrera, Nancy Pyle and Sam Liccardo on March 16, 2012 stating<sup>2</sup>:

"Solicit proposals for any use allowed under the Airport Master Plan EIR that is also within FAA standards and can be developed whether or not Runway 11-29 is open or closed;"

A no immediate development option, which is the core of Atlantic's proposal, is specifically allowed in the Airport Master Plan EIR as a "no project" scenario is specifically analyzed. Further, outside of the considerable option payments Atlantic proposed to the City, our proposal results in a status quo relative to the Airport's EIR (and likewise is entirely consistent with FAA standards to the extent that the Airport currently meets FAA standards).

The Council direction stated that the RFP selection should make revenue generated to the Airport as the most important criteria and revenue to the General Fund a secondary criteria. True to this direction, the RFP selection criteria on Page 11 clearly states that revenue, and not any other criteria will dictate the successful proposal:

---

<sup>1</sup> City Council intent, or "direction" is specifically referenced on page 11 of the RFP. The inclusion of the Council's direction leads proposers to believe that the Council's intent is a significant criteria for the evaluation and eventual selection by the Council of the successful proposer.

<sup>2</sup> April 3, 2012 City Council meeting, Item 6.2.

The commercial or non-commercial **proposal** with the highest total revenue generation to the Airport will be the first **proposal** selected for recommendation to the City Council for award (emphasis added).

It's important to note that **no other criteria** are listed as dictating the successful proposals. Arguably, as set forth on Page 11, which details the selection of successful proposals, the RFP does not explicitly use qualifying terms like "development proposal" or "construction proposal." Atlantic's proposal is entirely a financial proposal aimed at the stated intent of the RFP and the City Council. The fact that a "no project" proposal, that pays the City substantial money, is not explicitly called for does not mean it is not specifically disqualified. To the extent the RFP has created ambiguity relating to its scope, such ambiguity cannot be held against Atlantic and clearly should not be the basis for disqualification of our financial proposal.

As we stated above, we estimate that our proposal achieves 23% more revenue than the \$2 per square foot the City targeted from the RFP. Clearly, we aimed to meet the actual intent of the Council.

It's also important to note, that while we do discuss development concepts, the rights for development are left completely in the City's control. Meaning, Atlantic cannot exercise its development option without first having the City approve the development concept and the City can choose to not renew the options or cancel early. Thus, our proposal is a strictly financial proposal that completely preserves all development options for the City's future benefit.

As it relates to the specific items that the City stated were not included, we provide the following comments.

#### **Appendix C. Financial Related References**

The RFP calls for financial references relative to knowledge of a proposer's debt. In our proposal, Section E, Page 4 of 4, we provided a reference letter from Portigon which specifically administers a syndicated loan for Atlantic Aviation—on behalf of several financial intuitions which include: Defa Bank, Portiogn, Dek Bank Fortress Investment Group and M.P.S Capital Services. These lenders rely on Portigon for ensuring the timely payment from Atlantic. We believed that the letter demonstrated that Portigon was responding on behalf of several "lenders" and "hedging banks" as described in its letter. To the extent the RFP is ambiguous as to what qualifies exactly as a "financial reference," we believe a letter from the syndicator of a loan on behalf of a proposer's debtors meets the terms of the RFP. The RFP's request for references of two financial intuitions did not explicitly prohibit the use of an agency/financial institution representing *five* financial institutions.

#### **Appendix E, Third Party Financing Audited Financial Statements**

This requirement is not applicable to Atlantic's proposal.



The RFP on Page 20 states that “Respondent shall provide audited financial statements for the past three (3) years, including balance sheets, income statements, and notes to financial statements from any third party being relied upon for financing as part of the Respondent’s Proposal as ‘Appendix E’.”

Our proposal clearly states that Atlantic is **not** relying upon third parties for financing as part of our proposal. In fact in Section G, page 2 of 6, our proposal states: “Payments to secure the options will be made from Atlantic’s cash flows.” As such, this requirement for third party audited financial statements is not applicable to our proposal.

**Appendix F, Financial Proforma & Appendix H Management Plan**

This requirement is not applicable to Atlantic’s proposal.

As stated above, Atlantic’s proposal is for series of development options, and not the development of a specific business. As such, there are no proformas or management plans for the proposal. However, our proposal specifically describes the revenue that would go to the City and the source of the revenue from Atlantic (Section G, page 2 of 6 for source of funds).

**Exhibit E, Rent Proposal**

Atlantic fully complied with this requirement and provided its rent proposal in multiple locations including:

- Cover letter, Section A, Page 3 of 3.
- Exhibit E Rent Proposal, Section F, Page 2 of 3.
- Section B, Envisioned Operations and Facilities, Page 2 of 7.

**Exhibit I, Minimum Annual Guaranteed Property Sales and Use Taxes**

This requirement is not applicable to Atlantic’s proposal.

As stated before, Atlantic is not proposing new operations that would increase sales, property or use taxes. As such, providing estimates of something that doesn’t exist is not applicable. However, we did address this issue in Section F—Financial Proposal, Page 3 of 3 in two ways: providing an estimated value of improvements if Atlantic ever exercised its development option (which is not required as part of our proposal) and a discussion of our belief that as a current operator we will strive to increase tax generation at our **existing** facilities. Thus, we projected no revenues in these categories.

That being stated, in our financial proposal, which **guarantees** 23% more in revenue than requested by the city, we could have broken out a portion of the 23% in rent and called it “property, sales and use tax,” however we chose to make our proposal entirely transparent as to the source of city revenue—rent payments vs. sales and use taxes. It’s important to note that Exhibit I is only seeking an “estimate” and in no way binds any proposer to the revenues submitted to this RFP.

Further, the titling of this section in Ms. Soo's letter is confusing as Exhibit I asks for "Estimated Activity Generating Revenue to the City's General Fund" not a "Minimum Annual Guarantee" which is a promised amount of revenue from a proposer. The only other section that discusses a "Minimum Annual Guarantee" relates to fuel flowage fees, which is clearly listed as optional in the RFP language (Page 19).

**Exhibit K, Labor Peace/Employee Work Environment Form**

This item is not applicable to Atlantic's proposal.

Atlantic is not proposing any additional employees as part of its proposal. Again, it's a strictly financial proposal. However, Atlantic Aviation is a current operator at SJC and fully complies with the employment policies required of SJC operators, as known by the City. We reconfirmed this in Section K—Benefits to Community, Page 3 of 3.

**Exhibit L, Proposal Bond Form**

This item is not applicable to Atlantic's proposal.

On page 30 of the RFP, it states that a "Faithful Performance Bond and Payment Bond covering the full value of the proposed *facilities* are required (emphasis added)." Atlantic is not proposing any facilities. As such, we do not have anything to bond. However, our proposal specifically states that the first 5-year option will be paid in full year 1, thus providing more than a "security deposit" for performance on our proposal and leaving no need for a bond.

**Minimum Capital Investment of \$1 million per acre**

This item is not applicable to Atlantic's proposal.

Again, Atlantic is not proposing any facilities. In fact, we believe this is the primary benefit of our proposal. The City is able to reap more revenue than the rent they solicited while preserving its entire development footprint for capital investments later, when market conditions are better and the full development potential of the West Side is actually known. That being stated, Atlantic did specifically commit to invest a minimum of \$1 million per acre if we chose to exercise our development option (not mandatory in our proposal). This can be found in Section B—Envisioned Operations and Facilities, Page 2 of 7.

We look forward to meeting with you to discuss these items in the near future and resolving this matter informally and expeditiously, given the substantial benefits of our proposal.

Sincerely,

A handwritten signature in cursive script, reading "Louis T. Pepper".

Louis T. Pepper

Chief Executive Officer

January 28, 2013

Mr. Jeffery Ross  
President and CEO  
Ross Aviation  
3033 E. First Avenue, Suite 815  
Denver, CO 80206

Dear Mr. Ross,

Subject: Request for Proposal (RFP) for General Aviation Aeronautical Facilities

Reference (1): Letter from the City of San Jose (Mary Soo) to Ross Aviation dated December 19, 2012

Reference (2): Letter from Ross Aviation to City of San Jose (Mark Giovannetti) dated January 9, 2013

This letter is in response to your (reference 2) letter where you are requesting that the City reconsider Ross' proposal submitted in response to the subject RFP, which was determined to be "non responsive" as explained in the City's (reference 1) letter .

As explained in the City's letter from Mary Soo, Ross' proposal was determined to be non responsive because it did not address the RFP's pass/fail requirement to describe how the proposer would meet minimum FBO fuel storage provisions. In the event that the City's evaluation team made an oversight and this information was proposed, an opportunity was provided to reference where this information may be located in your proposal. Page ten and Exhibit J "Pass/Fail Criteria Checklist" of the RFP clearly list fuel storage as a pass/fail submittal requirement. The RFP process does not allow pass/fail submission criteria to be submitted at a later date.

Your letter does not dispute that a requirement of the RFP was to address this fuel storage provisions in your proposal, or the City's finding that the required fuel storage information was not provided. Instead, you explain in your letter how Ross will meet the requirement.

Unfortunately, the RFP process does not allow the City to accept additional proposal information after the proposal deadline. Therefore, I am upholding Staff's determination that your proposal is non responsive and denying your request for reconsideration.

In approximately eight weeks, the City will publically announce its notice of intended award. The City will notify you when this occurs and provide you with a copy of the notice. At this time, a final ten day protest period will commence for the responsive proposers. At the conclusion of the final protest period, proposers may contact City staff or elected officials. Until such time that the final protest process concludes, contact with City staff or elected officials is not allowed. Please refer to RFP page 13, "Communications and Integrity" for additional information regarding this policy. The City will also notify you when staff's award recommendation is placed on a Council agenda. You will have the option to appeal this decision to the Council by filing a written appeal with the San Jose City Clerk within ten days from the date of the City's notice of intended award.

Sincerely,

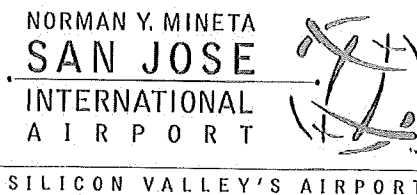


Mark Giovannetti  
Purchasing Officer

Attachments:

- 1) Letter from the City of San Jose (Mary Soo) to Ross Aviation dated December 19, 2012
- 2) Protest letter from Ross Aviation to the City of San Jose (Mark Giovannetti) dated January 9, 2013

## Exhibit C - Letters of Appeal and Responses



December 19, 2012

Via email: [jross@rossaviation.com](mailto:jross@rossaviation.com) and U.S. Mail

Mr. Jeffrey W. Ross  
President and CEO  
Ross Aviation  
3033 E. First Ave., Suite 815  
Denver, CO 80206

**Re: RFP for General Aviation Aeronautical Services Facilities  
at the Norman Y. Mineta San Jose International Airport**

Dear Mr. Ross:

The proposal submitted to the City by Ross Aviation on December 4, 2012, in response to the above-referenced request for proposals (RFP), is nonresponsive because the following required item was not included:

- FBO Fuel Storage provisions for:
  - 100 Low Lead Storage 15,000 gallons
  - Jet A storage exceeding 40,000 gallons(RFP, Section 6.H.8, RFP Pass/Fail Criteria Checklist, City's Airport Minimum Standards (February 2012))

The City therefore intends to disqualify the proposal from further consideration pursuant to Part 4 of the RFP.

Pursuant to Section 7.H. of the RFP, if you feel that this finding is in error, please contact the City's designated Protest Hearing Officer, Mark Giovannetti, at 200 East Santa Clara Street, 13<sup>th</sup> Floor, San Jose, CA 95113 or via email at [mark.giovannetti@sanjoseca.gov](mailto:mark.giovannetti@sanjoseca.gov), **no later than 5:00 pm Pacific Standard Time on Thursday, January 10, 2013.**

Failure to submit a timely written protest to the City's Protest Hearing Officer will bar consideration of the protest. Please be advised that your response should reference the specific location of this information in your proposal, and that you cannot introduce this information at this time.

Very truly yours,

Mary Soo

Cc: Mark Giovannetti



**Exhibit C - Letters of Appeal and Responses**

**ROSS AVIATION**

January 9, 2013

Via email: mark.giovannetti@sanjoseca.gov and FedEx

Mr. Mark Giovannetti  
Protest Hearing Officer  
City of San Jose  
200 East Santa Clara Street, 13<sup>th</sup> Floor  
San Jose, CA 95113

**Re: Ross Aviation Response to the RFP for General Aviation Aeronautical Services Facilities at the Norman Y. Mineta San Jose International Airport**

Dear Mr. Giovannetti:

Ross Aviation LLC submitted a response to the City of San Jose's RFP for General Aviation Aeronautical Services Facilities at the Norman Y. Mineta San Jose International Airport (RFP) on December 4, 2012. Ross Aviation received a letter dated December 19, 2012 that its response was deemed nonresponsive because the following required item was not included:

- FBO Fuel Storage provisions for:
  - 100 Low Lead Storage 15,000 gallons
  - Jet A storage exceeding 40,000 gallons

According to the Minimum Standards for Norman Y. Mineta San Jose International Airport (Airport) published in February 2012, a FBO may lease from the Airport or an approved other party adequate fuel storage facilities. It is the intent of Ross Aviation, should it be the selected respondent to the RFP, to become a member of the fuel farm consortium located on the Airport and managed by Swissport. This would provide the minimum fuel storage as required in the Minimum Standards. Should it be decided that on-site fuel storage is preferred, Ross Aviation would construct a fuel farm, including storage for at least the minimums stated above, contemporaneously with the FBO development. The fuel farm would be fully operational prior to the receipt of the Certificate of Occupancy, or temporary Certificate of Occupancy, for the FBO development.

Please reconsider our proposal to design, construct and manage a new FBO at the Airport. We believe our development would be favorable to both the Airport and the City of San Jose. Please feel free to contact me at (303) 830-7700 or via email at [jross@rossaviation.com](mailto:jross@rossaviation.com) with any questions you may have regarding our proposal.

Sincerely,



Jeffrey W. Ross

Cc: Mary Soo

# Exhibit D - Signature's Global Locations

AIRPORT CODE	AIRPORT NAME	LOCATION	OPERATIONS (THOUSANDS)
<b>NORTH AMERICA</b>			
ANC	Ted Stephens Anchorage Intl Airport	Anchorage, AK	5.71
APA	Centennial Airport	Denver, CO	4.94
AUS	Auston Bergstrom Intl Airport	Austin, TX	8.57
BCT	Boca Raton Airport	Boca Raton, FL	2.32
BDL	Bradley Intl Airport	Windsor Locks, CT	3.72
BED	L. G. Hanscom F ield	Bedford, MA	11.84
BFM*	Downtown Air Center	Mobile, AL	4.56*
BNA	Nashville Intl Airport	Nashville, TN	8.08
BOS	Logan Intl Airport	Boston, MA	13.92
BWI	Baltimore/Washington Intl Airport	Baltimore, MD	11.66
BZN	Gallatin Field Airport	Bozeman, MT	5.43
CRP	Corpus Christi Intl Airport	Corpus Christi, TX	3.34
DAL	Dallas Love Field	Dallas, TX	12.14
DCA	R.R. Washington National Airport	Washington, DC	1.73
DEN	Denver Intl Airport	Denver, CO	3.72
DSM	Des Moines Intl Airport	Des Moines, IA	3.22
EWR	Newark Intl Airport	Newark, NJ	6.21
FAT	Fresno Yosemite Intl Airport	Fresno, CA	3.91
FLL	Fort Lauderdale-Hollywood Intl Airport	Ft. Lauderdale, FL	4.24
FTY	Fulton County	Atlanta, GA	5.82
HOU	Houston Hobby	Houston, TX	7.69
HPN	Westchester County Airport	White Plains, NY	15.06
HSV	Huntsville Intl Airport	Huntsville, AL	4.59
HXD	Hilton Head Airport, SC	Hilton Head, SC	7.23
IAD	Washington Dulles Intl Airport	Washington, DC	19.06
ICT	Wichita	Wichita, KA	5.73
IND	Indianapolis Intl Airport	Indianapolis, IN	4.34
ISM	Ikissimmee Gateway Airport, FL	Kissimmee, FL	5.63
IXD	New Century - (Executive Beechcraft branded)	Olathe, KS	3.64
JAX	Jacksonville Intl Airport	Jacksonville, FL	3.94
LAS	McCarran Intl Airport	Las Vegas, NV	24.55
LGB	Long Beach	Long Beach, CA	7.35
MCI	Kansas City International - (Executive Beechcraft branded)	Kansas City, MO	4.90
MCO	Orlando Intl Airport	Orlando, FL	4.26
MDW	Midway Airport	Chicago, IL	12.10
MEM	Memphis Intl Airport	Memphis, TN	4.49
MKC	Kansas City Downtown - (Executive Beechcraft branded)	Kansas City, MO	10.50

# Exhibit D - Signature's Global Locations

AIRPORT CODE	AIRPORT NAME	LOCATION	OPERATIONS (THOUSANDS)
--------------	--------------	----------	---------------------------

## NORTH AMERICA

MKE	General Mitchell Intl Airport	Milwaukee, WI	5.14
MMU	Morristown Municipal Airport	Morristown, NJ	15.06
MOB*	Mobile Regional Airport	Mobile, AL	1.94*
MSP	Minneapolis/St. Paul Intl Airport	Minneapolis, MN	11.54
MSY	New Orleans Intl Airport	New Orleans, LA	2.89
OMA*	Eppley Airfield	Omaha, NE	4.06*
ORD	O'Hare Intl Airport	Chicago, IL	5.78
PBI	Palm Beach Intl Airport	West Palm Beach, FL	14.81
PDK	DeKalb Peachtree Airport	Atlanta, GA	10.05
PIE	St. Petersburg/Clearwater Intl Airport	St. Petersburg-Clearwater, FL	7.55
PSP	Palm Springs Regional Airport	Palm Springs, CA	4.72
PWK	Palwaukee Municipal Airport	Chicago, IL	14.31
RST	Rochester Intl Airport, MN	Rochester, NY	8.70
SAT	San Antonio	San Antonio, TX	7.45
SAV	Savannah/Hilton Head Intl Airport	Savannah, SC	8.58
SBA	Santa Barbara Municipal Airport	Santa Barbara, CA	8.86
SFO	San Francisco Intl Airport	San Francisco, CA	13.41
SNA	John Wayne Orange County Airport	Santa Ana, CA	14.33
STL	Lambert-St. Louis Intl Airport	St. Louis, MO	6.25
STP	St. Paul, MN	St. Paul, MN	8.20
TEB	Teterboro Airport	Teterboro, NJ	14.59
TRM	Jacqueline Cochran Regional Airport	Palm Springs, CA	2.43
VNY	Van Nuys Airport	Van Nuys, CA	8.88
VOO	Cecil Field - JV	Jacksonville, FL	N/A
CYEG	Edmonton International Airport	Edmonton, Canada	N/A
CYUL	Montreal-Pierre Eliot Trudeau Intl Airport	Montreal Canada	N/A

## CARIBBEAN

SIG	Fernando Luis Ribas Dominicki Airport	San Juan, PR	N/A
SXM	Princess Juliana International Airport	Simpson Bay, St. Maarten	N/A

## EUROPE

ATH	Athens Intl Airport	Athens, Greece	1.19
HER	Heraklion Intl Airport	Heraklion, Greece	6.60
SKG	Thessaloniki Intl Airport	Thessaloniki, Greece	0.36
ABZ	Aberdeen Intl Airport	Aberdeen, Scotland	0.71
EDI	Edinburgh Intl Airport	Edinburgh, Scotland	2.36
GLA	Glasgow Intl Airport	Glasgow, Scotland	1.07
INV	Inverness Intl Airport	Inverness, Scotland	1.12
BHX	Birmingham Intl Airport	Birmingham, England	1.45

# Exhibit D - Signature's Global Locations

AIRPORT CODE	AIRPORT NAME	LOCATION	OPERATIONS (THOUSANDS)
--------------	--------------	----------	---------------------------

## EUROPE

LGW	London Gatwick Airport	London, England	1.08
LHR	London Heathrow Airport	London, England	1.65
SOU	Southampton Intl Airport	Southampton, England	1.78
LTN	London Luton Airport	London, England	7.01
EMA	East Midlands Intl Airport	Derby, England	2.31
BOH	Bournemouth Intl airport	Bournemouth, England	0.49
CWL	Cardiff Intl Airport	Vale of Glamorgan, Wales	0.72
SXP*	Berlin Brandenburg Intl Airport	Berlin, Germany	0.00*
FRA*	Frankfurt Intl Airport	Frankfurt, Germany	0.00*
MUC	Munich Intl Airport	Munich, Germany	1.96
DUB	Dublin Intl Airport	Dublin, Ireland	1.49
SNN	Shannon Intl Airport	Shannon, Ireland	2.23
LBG	Paris le Bourget Airport	Paris le Bourget, France	6.42
TLN	Toulon - St. Tropez Airport	Toulon Hyeres, France	2.34
NCE	Nice Intl Airport	Nice, France	5.34
LGG	Leige Intl Airport	Leige, Belgium	0.65

## ASIA

VHHH	Hong Kong Intl Airport	Hong Kong, China	N/A
------	------------------------	------------------	-----

## AFRICA

FACT	Cape Town International Airport	Cape Town, South Africa	1.50
------	---------------------------------	-------------------------	------

## SOUTH AMERICA

SBBE	Aeroporto Intl de Belém (Lider Aviação Joint Venture)	Belém, Brazil	N/A
SBBH	Aeroporto de Pampulha	Belio Horizonte, Brazil	N/A
SBBR	Aeroporto Intl de Brasilia	Brasilia, Brazil	N/A
SBBV	Aeroport Internacional Atlas Brasil Cantanhede	Boa Vista, Brasil	N/A
SBCF	Confins Airport	Belio Horizonte, Brazil	N/A
SBCT	Afonso Pena International Airport	Curitiba, Brazil	N/A
SBEG	Aeroporto Intl Eduardo Gomes	Manaus, Brazil	N/A
SBFZ	Pinto Martins Intl Airport	Fortaleza, Brazil	N/A
SBGL	Aeroporto Intl Maestro Tom Jobim	Rio De Janeiro, Brazil	N/A
SBGR	Aeroporto Intl de Sao Paulo	Sao Paulo, Brazil	N/A
SBJR	Aeroporto de Jacarepagua	Rio De Janeiro, Brazil	N/A
SBKP	Vicacopos Intl Airport	Campinas, Brazil	N/A
SBNT	Augusto Severo Intl Airport	Natal, Brazil	N/A
SBPA	Aeroporto Intl Salgado Filho	Porto Alegre, Brazil	N/A
SBRF	Aeroporto Intl dos Guararapes	Recife, Brazil	N/A
SBRJ	Aeroporto Santos Dumont	Rio De Janeiro, Brazil	N/A
SBSL	Aeroporto Internacional Marechal Cunha Machado	San Luis, Brazil	N/A

# Exhibit D - Signature's Global Locations

AIRPORT CODE	AIRPORT NAME	LOCATION	OPERATIONS (THOUSANDS)
--------------	--------------	----------	---------------------------

## SOUTH AMERICA

SBSP	Aeroporto de Congonhas	Sao Paulo, Brazil	N/A
SBSV	Aeroporto Intl Dep. Luis Eduardo Magalhães	Salvador, Brazil	N/A
SBVT	Vitoria Airport	Vitoria, Brazil	N/A

## SIGNATURE SELECT

## SELECT PARTNER

DAB	Daytona Beach International	Daytona Beach, FL	ATP Jet Center
GRB	Austin Straubel Airport	Green Bay, WI	Jet Air

## SIGNATURE LOCATIONS TABLE KEY

*	Locations were not operated by Signature in 2011; 2012 OCT YTD Operations were used.
	Locations in Gray are Joint Ventures
	Locations in Tan are Licensing Agreements



## Exhibit E

### Summary of the Signature Aviation Proposal

Component	Signature Proposal
Lease Area	Approximately 29 acres
Capital Investment	\$82 million
Rent	\$2.06 per square foot per year, adjusted annually by CPI and every 5 years by appraisal
Term	50 years
Annual Rent to the Airport	\$2.6 million
Minimum Annual Guaranteed Fuel Flowage Revenue to the Airport	\$400,000
Minimum Annual Guaranteed Tax Generation	\$70,000 year one escalating to \$300,000 year 5 and for all subsequent years
Facilities	Executive Terminal (17,000 s.f.)
	Six hangars with office/shop area (33,000 s.f.)
	One large hangar with office/shop area (66,000 s.f.)
	Fuel Farm with 80,000 gallons jet A, 15,000 gallons Avgas
	18.5 acres of aircraft parking ramp capable of accommodating the Boeing Business Jet (BBJ)
	Ground Service Equipment Shop (6,200 s.f.)
	Facilities targeted to meet LEED Gold standards
	Taxiway connector to the airfield (Consistent with Airport Master Plan)
	300 vehicle parking spaces
Public Services	Aircraft fueling
	Aircraft ground support
	Transient aircraft parking and tie down
	Aircraft hangar storage
	Courtesy transportation services
	In-flight catering

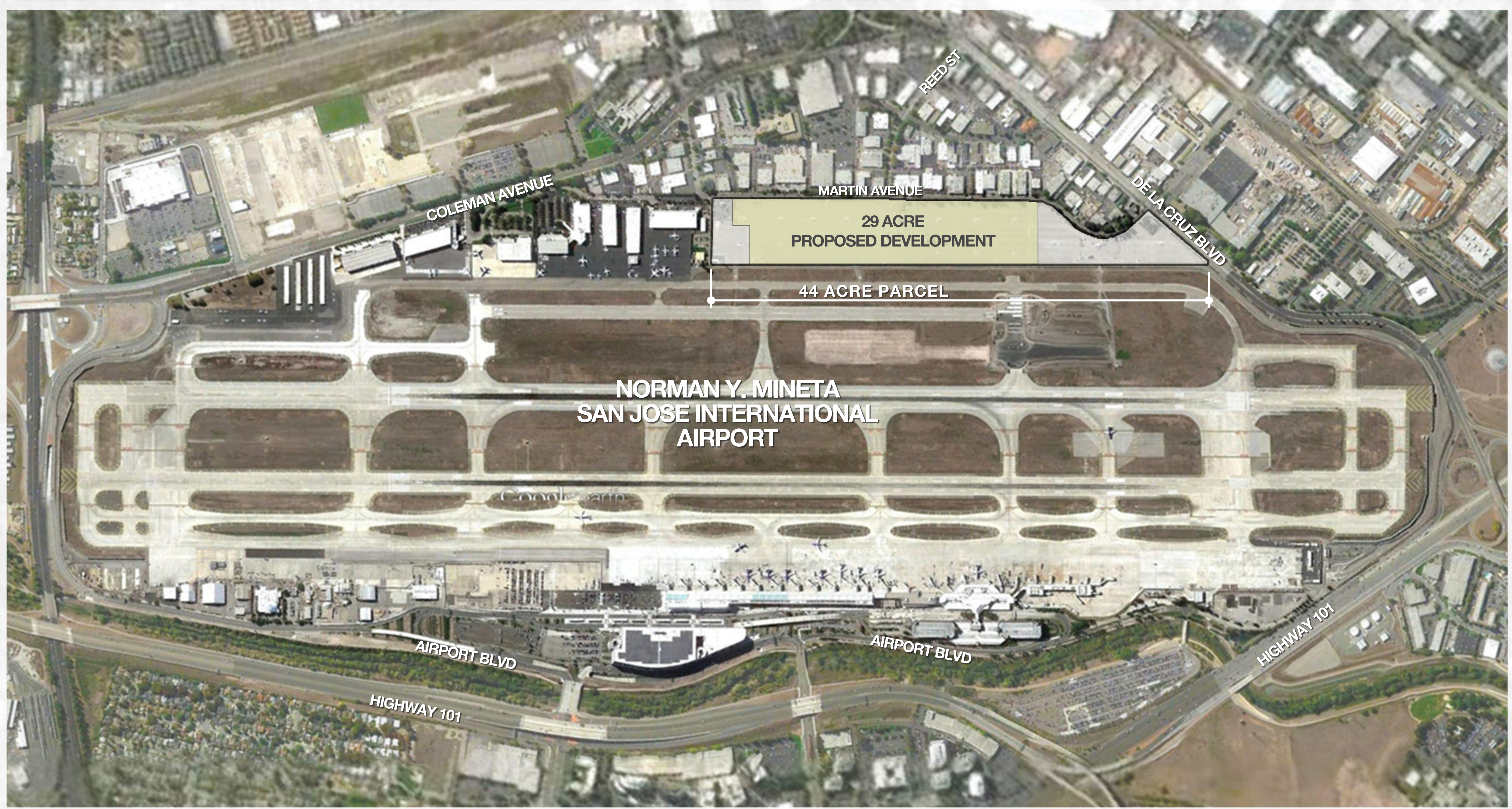
## Exhibit E

### Summary of the Signature Aviation Proposal

Component	Signature Proposal
Public Services (cont'd)	Airframe and power plan maintenance
	Aircraft charter management
Other Notable Aspects:	Estimated annual economic impact of \$73 million
	150 to 200 construction jobs generated 36 ongoing jobs generated 370 direct and indirect jobs generated
	Annual \$200,000 dedicated marketing budget to promote SJC facility
	New Signature western region offices to be established in San Jose at the new facility
	Allocated space in Executive Terminal for Tech Museum extension
	Proposed partnership with Better Place to provide electric ground transportation options
	Executive terminal includes VIP Center for high profile customers and charters, including sports teams
	Alternate-fuel ground service equipment
	Use of one, 30,000 s.f. hangar by the City for up to 14 days during a disaster or quarantine event, at no charge



Exhibit F - Site Location



Signature Flight Support Corporation proposed ideal location on forty-four (44) acre parcel. Signature is flexible to discuss exact location and configuration of parcel boundary with the airport subject only to the parcel being contiguous and operationally functional. The airport may relocate the parcel in a manner that maximizes the airports requirement to maximize the airports needs.

 DEVELOPMENT LOCATION PLAN



NORMAN Y. MINETA  
SAN JOSE  
INTERNATIONAL  
AIRPORT



Gensler



SCHENKELSHULTZ



KM  
Kraus-Manning  
Construction Services



Signature  
FLIGHT SUPPORT  
BBA Aviation



S